FORM D

03006405

809754

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

# FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

| OMB APPROVA              |         |  |  |  |  |  |  |  |
|--------------------------|---------|--|--|--|--|--|--|--|
| OMB Number: 32:          | 35-0076 |  |  |  |  |  |  |  |
| Expires: August 3        | 1. 1998 |  |  |  |  |  |  |  |
| Estimated average burden |         |  |  |  |  |  |  |  |
| אחוורק חפר רפקחמתפם      | 16.00   |  |  |  |  |  |  |  |

| SEC USE ONLY |           |        |  |  |  |  |
|--------------|-----------|--------|--|--|--|--|
| Prefix       |           | Serial |  |  |  |  |
| DA           | TE RECEIV | /ED    |  |  |  |  |

|  |  | <u> </u>                               |
|--|--|--|
| Name of Offering ( check                                     | c if this is an amendment and name has changed, and it   | ndicate change.)                       |
| Dividend Reinvestment a                                      | and Stock Purchase Plan of Solvay Bank Corp.   |  |
| Filing Under (Check box(es) t                                | hat apply): 🖾 Rule 504 🔲 Rule 505 🔲 Rule 506   | Section 4(6) ULOE                      |
| Type of Filing:   New Fili                                   | ng 🖾 Amendment   |  |
|  | A. BASIC IDENTIFICATION DATA   | À.                                     |
| 1. Enter the information requ                                | ested about the issuer   |  |
| Name of Issuer ( check if                                    | this is an amendment and name has changed, and indi  | cate change.)                          |
| Solvay Bank Corp.  |  |  |
| Address of Executive Offices                                 | (Number and Street, City, State, Zip Code)   | Telephone Number (Including Area Code) |
| 1537 Milton Avenue,  | Solvay, New York 13209   | 315-468-1664                           |
| Address of Principal Business (if different from Executive O | Operations (Number and Street, City, State, Zip Code, Offices)   |  |
| Brief Description of Business                                |  | BECEINED ON                            |
| Holding Company of á St                                      | tate Chartered Commercial Bank   | FEB 1 0 2003                           |
| Type of Business Organization   Corporation                  | n   limited partnership, already formed  | other (please specify): POCESSE        |
| ☐ business trust   | ☐ limited partnership, to be formed  | EED 1 1 2002                           |
| Actual or Estimated Date of Jurisdiction of Incorporation    | Incorporation or Organization:  Month  Year  0 1 8 7  or Organization: (Enter two-letter U.S. Postal Service a | © Actual ☐ Estimated THOMSON           |

### **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal examption. Convergely, failure to file the appropriate federal notice will not result in a loss of an available state examption unless such examption is predicated on the filing of a federal notice.

| A BASIC INSUSPECATION DATA   |
|--|
| A. BASIC IDENTIFICATION DATA  2. Enter the information requested for the following:  |
| • Each promoter of the issuer, if the issuer has been organized within the past five years;  |
| • Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equi  |
| securities of the issuer;  |
| • Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; ar   |
| Each general and managing partner of partnership issuers.  |
| Check Box(es) that Apply:  Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner  |
| Full Name (Last name first; if individual)   |
| Mello, Paul P.   |
| Business or Residence Address (Number and Street, City, State, Zip Gode) 1537 Milton Avenue, Solvay, New York 13209  |
| Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or  Managing Partner   |
| Full Name (Last name first, if individual)   |
| Beagle, Richard A.   |
| Business or Residence Address (Number and Street, City, State, Zip Code)  1537 Milton Avenue, Solvay, New York 13209   |
| to Price of Q arrangent a dis Names, the Prince of the Pri |
| Managing Partner   |
| Full Name (Last name first, if individual)   |
| Balchi, John F.  |
| Business or Residence Address (Number and Street, City, State, Zip Gode)   |
| 2/46 Dunbar Woods Road, Marcellus, New York 13108  |
| Check Box(es) that Apply:   Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner   |
| Full Name (Last name first, if individual)   |
| DeSpirito, John C., III  |
| Business or Residence Address (Number and Street, City, State, Zip Code)   |
| 500 North Orchard Road, Solvay, New York 13209   |
| Check Box(es) that Apply:    Promoter    Beneficial Owner    Executive Officer    Director    General and/or   |
| Full Name (Last name first, if individual)   |
| Fallon, Paul T.  |
| Business or Residence Address (Number and Street, City, State, Zip Code) 100 West Lake Road, Skaneateles, New York 13152   |
| Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or  Managing Partner   |
| Full Name (Last name first, if individual)   |
| Farnham, John H., Jr.  |
| Business or Residence Address (Number and Street, City, State, Zip Code)   |
| 302 Lansdowne, DeWitt, New York 13214  |
| Check Box(es) that Apply:  Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner  |
| Full Name (Last name first, if individual)   |
| Fernandez, Frank   |
| Business or Residence Address (Number and Street, City, State, Zip Code)   |
| 122 Wynthrop Road, Solvay, New York 13209  |

|  | A. BASIC ODE   | NTIFICATION DATA   | er en  | A STATE OF THE STA |
|--|--|--|--|--|
| 2. Enter the information requested   | for the following:   |  |  | •  |
| • Each promoter of the issuer, if the  | ne have suer has been un san   | ized within the past five y  | years;   |  |
| <ul> <li>Each beneficial owner having the<br/>securities of the issuer;</li> </ul>   |  |  |  |  |
| Each executive officer and director  | or of corporate issuers and  | d of corporate general and   | managing press of  | partnership issuers: and   |
| Each general and managing parts  | ner of partnership issuers.  | 7  |  | tigo de Ministra.<br>Mantes estados estados estados  |
| Check Box(es) that Apply:   Promote  | ter  | ☐ Exective Office  | Director   | General and/or<br>Managing Partner   |
| Full Name (Last name first, if individua   | 2)   |  | Parkers (III) and \$15.45  | 1441   |
| Frocione, Lon V.   | 10 - 10 - 10 - 10 - 10 - 10 - 10 - 10 -  | Manufacture accumulate resolvances, or an ancidad were broken as   | رين ڳي ڪيو ميمانون نواني جا جا   | 1 5 1 9 1 94   |
| Business or Residence Address (Numb  | per and Street, City, State,   | Žip Code)  | The second second  | GRAN TURN TORS   |
| 17 Quaker Hill Road, Syr   | acuse, New York  | 13224  | Commission of the Commission o |  |
| Check Box(es) that Apply:   Promot   | er 🖸 Seneficial Owner  | ☐ Executive Officer  | ☑ Director □   | General and/or Managing Partner  |
| Full Name (Last name first, if Individua   |  | 4  | Control of the Contro |  |
| Notarpole, Alan E.   | inger in the property of the second of the s | Marker (14) - Vielan A Jemanya Jeografia (14)  | e de la companya de l |  |
|  | per and Street, City, State,   | Zip Code)  | point of paren   | Sick and making  |
| 1287 Hencoop Road, Skanea  |  |  | i. , sprásk h  |  |
| Check Box(es) that Apply:  Promot  | a constant and the second  | The state of the s | District Annual Control  | Charles Species  |
| - Company of the control of the cont | or hand has not continued to the order to the section of the continued to  | em en davar i diseason season noi en divido. Montesperiore a   | The first communication plane in the major of the communication of the c | Managing Partner   |
| Full Name (Last name first, if individua   | u)   |  | The Arthurse   |  |
| Tarolli, Eugene D.   | the control of the state of the control of the cont |  | الله الله الله الله الله الله الله الله  |  |
| Business or Residence Address (Numb<br>1339 New Seneca Turnpike;   | •  | •  | o – <b>euribe s</b> ass.<br>Josephineteration  |  |
| Check Box(es) that Apply:   Promot   | ter 🔲 Beneficial Owner   | ☐ Executive Officer  | © Director □   | General and/or<br>Managing Partner   |
| Full Name (Last name first, if Individua   | υ̂)  | the water  | താരി ്റി ജൂൻ കുക്ക   |  |
| Boehiem, James A.  | by which the last product with the term with the last the | to their contract parameters in account of a processing  | I 2 cd::   | 1 1 1 0 0 0 5 5 C  |
| Business or Residence Address (Numb  | er and Street, City, State,  | Zip Code)  | i kantun e cal   | Bul to Participa   |
| Syracuse University, Manle   | ey Field House. S  | vracuse. New Yor   | k 13244  |  |
|  | ter 🔲 Beneficial Owner   | Executive Officer  |  | General and/or<br>Managing Partner   |
| Full Name (Last name first, if individua   | al)  |  | La L. La Emer.   |  |
|  | and the same of the same   | and the second of the second o |  |  |
| Business or Residence Address (Numb  |  | Zip Code)  | Control of the State of the Sta |  |
| Check Box(es) that Apply:  |  | ☐ Executive Officer  | ☐ Director ☐   | General and/or<br>Managing Partner   |
| Full Name (Last name first, if individua   |  | ** ** ** ** ** ** ** ** ** ** ** ** **   |  | The second second  |
|  |  | en e   |  |  |
| Business or Residence Address (Numb  | per and Street, City, State,   | Zip Code)  | 0.00   | Marin d  |
| Check Box(es) that Apply:   Promot   |  | ☐ Executive Officer  | ☐ Director ☐   | General and/or<br>Managing Partner   |
| Full Name (Last name first, if individua   | -  | ·  |  |  |
| <del></del>  | Cinc Cinc  | :<br>7: C-4:   | <del> </del>   |  |
| Business or Residence Address (Numb  | per and Street, City, State,   | Zip Code)  |  | + 7  |

|                            |  |                                       |   | B. [                                     | NFORMA                                  | TION AB                          | OUT OFF                                      | ERING                                 |                |              |                   |              |             |
|----------------------------|--|---------------------------------------|---|--|---|----------------------------------|--|---------------------------------------|----------------|--------------|-------------------|--------------|-------------|
| 1. Has                     | the issuer s   | old, or do                            | es the issu                               | er intend                                | to sell, to                             | non-accre                        | dited inves                                  | tors in thi                           | s offering?    |              | • • • • • • • •   | Yes<br>. ⊠   | No.         |
|                            |  |                                       |   |  |   |                                  | n 2, if filir                                |                                       | _              |              |                   | _            |             |
| 2. Wha                     | t is the mir   | nimum inv                             |   |  |   |                                  |  | _                                     |                | hare Pric    | e.                | <u>\$</u> 60 | . 75        |
|                            |  |                                       |   |  | •                                       |                                  |  |                                       |                |              | ********          | Yes          |             |
| 3. Does                    | the offeri   | ng permit                             | joint own                                 | ership of a                              | single uni                              | t?                               | • • • • • • • • • • • • • • • • • • •        | • • • • • • • • • •                   |                |              | • • • • • • • • • | . 🛛          | No          |
| sion o<br>to be<br>list tl | r the inform<br>or similar re-<br>listed is ar<br>he name of<br>ealer, you r | emuneration<br>associate<br>the broke | on for solic<br>d person c<br>r or dealer | ritation of<br>or agent of<br>r. If more | purchasers<br>a broker o<br>than five ( | in connector dealer r 5) persons | tion with sa<br>egistered w<br>s to be liste | iles of securith the SE<br>d are asso | rities in the  | offering.    | lf a perso        | n<br>L       |             |
| Full Name                  | (Last nam  | ne first, if                          | individual                                | )  |   |                                  |  |                                       |                | <del></del>  |                   |              |             |
| N                          | I/A  |                                       |   |  |   |                                  |  |                                       |                |              |                   |              |             |
| Business o                 | r Residenc   | e Address                             | (Number                                   | and Street                               | , City, Sta                             | te, Zip C                        | ode)   |                                       | ···            |              |                   |              |             |
|                            |  |                                       |   |  | •                                       |                                  |  |                                       |                |              |                   |              |             |
| Name of A                  | Associated   | Broker or                             | Dealer                                    | <del></del> -                            |   |                                  |  |                                       |                |              | <del> </del>      |              |             |
|                            |  |                                       |   |  |   |                                  |  | -                                     |                |              |                   |              |             |
| States in 1                | Which Pers   | on Listed                             | Has Salici                                | ted or Int                               | ends to So                              | licit Dural                      |  | <del></del>                           |                |              |                   |              | <del></del> |
|                            | "All States  |                                       |   |  |   |                                  |  |                                       |                | •            |                   | <b></b>      | C           |
| ·                          |  |                                       |   |  |   |                                  |  |                                       |                |              |                   | □ All        |             |
| [AL]                       | [AK]   | [AZ]                                  | [AR]<br>[KS]                              | [CA]<br>[KY]                             | [CO]<br>[LA]                            | [CT]<br>[ME]                     | (DE)<br>(MD)                                 | [DC]<br>[MA]                          | [FL].          | [GA]<br>[MN] | [ HI ]<br>[MS]    | [ ID         | -           |
| [ IL ]<br>[MT]             | [ IN ] .<br>[ NE ]   | [ IA ]<br>[NV]                        | [HN]                                      | [ [ [ [ ]                                | [NM]                                    | [NY]                             | (NC)   | [ND]                                  | [ MI ]<br>[OH] | [OK]         | [OR]              | [MO          |             |
| [ RI ]                     | [SC]   | [SD]                                  | (TN)                                      | [TX]                                     | (UT)                                    | [VT]                             | [VA]   | [WA]                                  | [WV]           | [WI]         | [WY]              | [PR          | •           |
| Business of                | or Residenc  | e Address                             | (Number                                   | and Street                               | , City, Sta                             | ite, Zip Co                      | ode)   |                                       |                |              |                   |              |             |
| Name of                    | Associated   | Broker or                             | Dealer                                    | •  |   |                                  |  |                                       |                |              |                   |              |             |
| States in V                | Which Pers   | on Listed                             | Has Solic                                 | ited or Int                              | ends to Sc                              | licit Purcl                      | nasers                                       |                                       |                | ···          | •                 |              |             |
|                            | "All States  |                                       |   |  |   |                                  |  |                                       |                |              |                   | □ All        | States      |
| (AL)                       | [AK]   | [AZ]                                  | [AR]                                      | [CA]                                     | [CO]                                    | [CT]                             | [DE]   | [DC]                                  | [FL]           | [GA]         | [HI]              | [ ID         |             |
| [IL]                       | [IN]   | [ !A ]                                | [KS]                                      | [KY]                                     | [LA]                                    | [ME]                             | [MD]   | [MA]                                  | [MI]           | [MN]         | -                 | . [MO        |             |
| [MT]                       | [NE]   | [NV]                                  | [HN]                                      | [ [ [ [ N ]                              | [NM]                                    | [NY]                             | [NC]   | [ND]                                  | (OH)           | [OK]         | [OR]              | [PA          | 1           |
| [ RI ]                     | [ SC ]   | ( SD )                                | [TN]                                      | [TX]                                     | [UT]                                    | [ VT ]                           | [VA]   | [WA]                                  | [WV]           | [WI]         | [WY]              | [PR          | 1           |
| Full Name                  | e (Last nan  | ne first, if                          | individual                                | i)                                       |   |                                  |  |                                       |                |              |                   |              |             |
| Business of                | or Residence   | e Address                             | (Number                                   | and Street                               | t, City, Sta                            | ite, Zip C                       | ode)   |                                       |                |              |                   |              |             |
|                            |  |                                       |   |  |   |                                  |  |                                       |                |              |                   |              |             |
| Name of                    | Associated   | Broker or                             | Dealer                                    |  |   |                                  |  |                                       |                |              |                   |              | ******      |
| States in                  | Which Per  | son Listed                            | Has Solic                                 | ited or Int                              | ends to So                              | olicit Purc                      | hasers                                       |                                       |                |              |                   |              |             |
|                            | "All State   |                                       |   |  |   |                                  |  |                                       |                | . ,          |                   | □ All        | States      |
| [AL]                       | [AK]   | [AZ]                                  | [AR]                                      | [CA]                                     | [CO]                                    | {CT}                             | [DE]   | [DC]                                  | [FL]           | [GA]         | [HI]              | [ ID         |             |
| [ IL ]                     | [IN]   | [ IA ]                                | [KS]                                      | [KY]                                     | =                                       | [ME]                             | [MD]   | [MA]                                  | [ M1 ]         | [MN]         | [MS]              | [MO          | )]          |
| [MT]                       | [NE]   | [NV]                                  | [NH]                                      | [ LN ]                                   | [NM]                                    | [NY]                             | [NC]   | [ND]                                  | [OH]           | [OK]         | [OR]              | [PA          |             |
| [ RI ]                     | [SC]   | [ SD ]                                | [TN]                                      | [XX]                                     | [UT]                                    | [ YY ]                           | [VA]   | [WA]                                  | [WV]           | [WI]         | [WY]              | ( PR         | 1           |

|          | C. OFFERING PRO   | CE, NUMBER OF INVESTORS  | EXPENSES AND USE O   | of proceeds   |                            |
|----------|---|--|--|---|----------------------------|
| ;        | Enter the aggregate offering price of already sold. Enter "0" if answer is "1 check this box   and indicate in the column already exchanged.  | none" or "zero." If the transacti  | on is an exchange offering   | e de la companya de l    |                            |
|          | Type of Security  |  | ting the state of  | Aggregate   | Amount Already             |
|          | Debt  | The second second second   | to see the passent   | Offering Price  | Sold                       |
|          | 2, 3, 6,  |  |  | \$ 000000   | \$ 00.00                   |
| 0        | Equity  |  | •  | \$ 365,161.02   | \$ 59,049.00               |
|          | and the second s    | Common    Preferred  |  | \$ 00.00  |                            |
|          | Convertible Securities (including   | warrants)  | · · · · · · · · · · · · · · · · · · ·  | \$ 00.00  | \$ 00.00                   |
| •••      | Partnership Interests   | , , , , , , , , , , , , , , , , , , ,  |  | \$ 00.00  | \$ 00.00                   |
| * 1 -    | Other (Specify  |  | of the street of | \$ 00.00  | \$ 00.00                   |
| Patric 4 | Total   |  | il disk of the second of the s | \$365,161.02  | \$ 59,049.00               |
|          | Answer also in Appe   | ndix, Column 3, if filing under  | U <b>LOE</b> .   | er orași de Poliției<br>Rodrandorul de Poliției   |                            |
| (        | Enter the number of accredited and no<br>offering and the aggregate dollar amo<br>cate the number of persons who have p   | unts of their purchases. For offer<br>ourchased securities and the aggre   | ings under Rule 504, indi-<br>gate dollar amount of their  | et estre grande de la Maria de la Maria<br>Maria de la Maria dela |                            |
| . !      | purchases on the total lines. Enter "   | 0" if answer is "none" or "zero  |  | Number  | Aggregate<br>Dollar Amount |
| ٠.       | The second section of the second section is a second section of the second section of the second section is a second section of the second section of the second section is a second section of the section    | راد.<br>در ما القدام المعطوم با المحادث و المحادث المعادم المعادم المعادم المعادم المعادم المعادم المعادم المعادم المع<br>المعادم المعادم المعاد   | Programme was set to be a control of the control of |   | of Purchases               |
|          | Accredited Investors  | . ভা কমতা ভা কাৰণ না হৃত্যকৰ জনক ভা ভা কা কা কাৰণুকা কৃষ্ণৰ হিচাছেইটাই কিম্মান   | er er embrekkele er kommen er er en en er  | . <u></u>   | S                          |
|          | Non-accredited Investors  | ia.<br>Na la la la talla la la papia la latiana a personatrataria anggio singin  | ।<br>প্ৰাণালীকাৰণ আই ভাৰীভ ভাৰীভ আই আই ভাৰত ভাৰত   | 159   | \$ 59,049.00               |
| - · ·    |   | ule 504 only)  |  | 159   | \$ 59,049.00               |
|          | Answer also in Apper  | ndix,-Column 4, if filing-under  | ULOE. A POMAR SAR A  |   | - i                        |
| !        | If this filing is for an offering under Ruties sold by the issuer, to date, in offer the first sale of securities in this offer   | ule 504 or 505, enter the informati<br>rings of the types indicated, in the  | on requested for all securi-<br>e twelve (12) months prior<br>ted in Part C - Question I   | ende et a sue sues.   | Dollar Amount              |
| 11       |   | ណ្ឌាស្ត្រស្រង នៃ <b>ស្រាស់ ស</b> ្ថាន បា   | in things of the above the   | Security  | Sold                       |
| - ·      | Rule 505  | and the second s | and the state of t |   | <u>.</u>                   |
|          | Regulation A  |  |  |   | S                          |
|          | Rule 504  | Common Stock   | receiva in escele a a se a sere e entre exercicares em n<br>Total Calada   | * *************************************   | \$167.472.00               |
|          | Total   | Common Stock   |  |   | \$167,472.00               |
| S        | a. Furnish a statement of all expens<br>securities in this offering. Exclude amount<br>of the information may be given as subjection of the state of th | ounts relating solely to organization to future contingencies. If the  | on expenses of the issuer.  amount of an expenditure   |   |                            |
|          | Transfer Agent's Fees   |  |  | a   | \$000000                   |
|          | Printing and Engraving Costs  |  |  |   | \$ 00.00                   |
|          | Legal Fees  |  |  | , 🗖   | \$ 00.00                   |
|          | Accounting Fees   |  |  |   | \$ 00.00                   |
|          | Engineering Fees  |  |  |   | <b>5</b> 00.00             |
|          | Sales Commissions (specify finder   |  |  |   | \$ 00.00                   |
|          | Other Expenses (identify)   |  |  |   | \$ 00.00                   |
|          | Total   |  |  |   | \$ 00.00                   |

|     |  | e De Communication                       |  |                                     |  |                                   |   |
|-----|--|--|--|-------------------------------------|--|-----------------------------------|---|
|     | C. OFFERING PRICE, NUMB  | ER OF INVEST                             | ORS, EXPENSES  | AND USE                             | OF PROCEED   | <b>)</b> 5                        | The state of the                              |
|     | b. Enter the difference between the aggregate of tion 1 and total expenses furnished in response t "adjusted gross proceeds to the issuer."  | o Part C - Ques                          | tion 4.a. This diffe   | rence is the                        |  | S.                                | 59,049.00                                     |
| 5.  | Indicate below the amount of the adjusted gross used for each of the purposes shown. If the amoestimate and check the box to the left of the estim   | ount for any pu                          | issuer used or pro   | furnish an                          |  |                                   |   |
|     | the adjusted gross proceeds to the issuer set fort   | h in response to                         | Part C - Question  | 4.b above.                          | Payments to  |                                   |   |
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|     |  |  | Name of the Control  |                                     | Affiliates   |                                   | Others  |
|     | Salaries and fees  |  | · · · · · · · · · · · · · · · · · · ·  | <b>O</b> \$                         | र्वाच्या संस्थान   | ,                                 |   |
|     | Salaries and fees  Purchase of real estate   |  | • • • • • • • • • • • • • • • • • • •  | 🗆 S.                                | 1250   | . D S.                            | <del></del>                                   |
|     | Purchase, rental or leasing and installation of  | of machinery and                         | d equipment  | 🗆 <b>s</b> .                        |  | . D S.                            |   |
|     | Construction or leasing of plant buildings an  | nd facilities                            |  | 🗆 S.                                |  | . 🗆 s.                            |   |
|     | Acquisition of other businesses (including the offering that may be used in exchange for the issuer pursuant to a merger)  | e value of secur<br>ne assets or secu    | ities involved in thi<br>rities of another   | s<br>Ölü lekter vel<br>gaşang  □ S. | 7 7 7 7 9 87   | ., □ s.                           |   |
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|     | Other (specify):   | •  |  |                                     |  |                                   |   |
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|     | Column Totals  |  |  |                                     |  |                                   |   |
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|     |  |  |  | and the state of                    | e <u>a ye şayerelikiri.</u>  | <u> </u>                          | out 1356 1                                    |
| _   |  |  | SIGNATURE  |                                     |  |                                   |   |
| fol | e issuer has duly caused this notice to be signed be<br>lowing signature constitutes an undertaking by the<br>est of its staff, the information furnished by the   | by the undersign<br>e issuer to furnis   | h to the U.S. Secur  | person. If the ities and Ex-        | nis notice is file<br>change Commi   | ed under<br>ssion, u<br>(b)(2) of | r Rule 505, the<br>ponswritten re-            |
| İss | uer (Print or Type) Solvay Bank Corp.  | Signature                                | O.P. Melle   | )                                   | Dat  |                                   | 3/03  |
| Na  | ume of Signer (Print or Type)  | Title of Sign                            | er (Print or Type)   | <del></del>                         | _,,_   | <i></i>                           | 1 A 1   |
|     | Paul P. Mello  |  | President & CE   | 0                                   | · · · · · ·  | - 1                               | · .   |
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-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

|                        |   |   |   |                 | E. STATE                              | SIGNATURE  |  |                   |  |                |
|------------------------|---|---|---|-----------------|---------------------------------------|--|--|-------------------|--|----------------|
|                        | any party<br>f such rule  |   | 7 CFR 230.252(c)  | (d),            | (e) or (f) 1                          | presently subject  | t to any of the disqu  | ıalificat         | ion provisions                           | Yes No         |
| ri<br>C                | · r.  |   | See A   | Appe            | ndix, Colu                            | mn 5, for state  | response.  |                   |  |                |
| 2. T                   | he undersi  | gned issuer here  |   | furni           | sh to any s                           | tate administra  | tor of any state in w  | hich thi          | s notice is filed,                       | , a notice on  |
| 3. T                   | he undersi  | gned issuer her   |   |                 |                                       |  | ors, upon written rec  | west, ir          | formation furn                           | ished by the   |
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| The is                 | suer has re<br>igned duly   | ad this notifica<br>authorized per  | ition and knows the   | e coi           | ntents to be                          | true and has   | duly caused this notice  | e to be           | signed on its b                          | ehalf by the   |
| Issuer                 | (Print or   | fype)   | is the system in and mostly an direct size on   | 1               | Signature                             | The desires of the second of the second  | <del>Še nam je je apo</del><br>I   | 2 (4) (8) (4) (4) | Date                                     | <u> </u>       |
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Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

|       | ,   |              |   |   | ENDEX   |  |   | ······································ | 1,00   |  |  |
|-------|---|--------------|---|---|---|--|---|--|--|--|--|
|       | Intend to sell to non-accredited investors in State (Part B-Item 1) |              | Type of security and aggregate offering price offered in state (Part C-Item1) | Type of investor and  amount purchased in State  (Part C-Item 2)  |   |  |   |  | 5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) |  |  |
| State | Yes   | No           |   | Number of<br>Accredited<br>Investors  | Amount  | Number of<br>Non-Accredited<br>Investors   | 35.6%   | ्राध्यक्तः<br>वेदाः कृतः               | *<br>31  |  |  |
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## Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach to non-accredited offering price Type of investor and explanation of investors in State offered in state amount purchased in State waiver granted) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item1) Number of Number of Accredited Non-Accredited State Yes No Investors Amount Investors Yes Amount No 35. MT NE NV NH NJ NM. NY NC ND OH OK OR PA RI. 4 2 7 2 4 2 7 SC (n \* SD 132 1 TN TX UT 1.5 VT VA WÁ wv WI WY PR